

ANNUAL STATEMENT

For the Year Ending December 31, 2003

OF THE CONDITION AND AFFAIRS OF THE

HealthPlus of Michigan, Inc.

NAIC Group Code	3409	3409	NAIC Company Code	95580	Employer's ID Number	38-2160688
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]	Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[X] No[]	Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]			
Date Incorporated or Organized	08/09/1977		Date Commenced Business	10/15/1979		
Statutory Home Office	2050 South Linden Road		Flint, MI 48532			
	(Street and Number)		(City, or Town, State and Zip Code)			
Main Administrative Office	2050 South Linden Road					
	(Street and Number)					
	Flint, MI 48532		(800)332-9161			
	(City or Town, State and Zip Code)		(Area Code) (Telephone Number)			
Mail Address	2050 South Linden Road, P.O. Box 1700		Flint, MI 48501-1700			
	(Street and Number or P.O. Box)		(City, or Town, State and Zip Code)			
Primary Location of Books and Records	2050 South Linden Road					
	(Street and Number)					
	Flint, MI 48532		(800)332-9161			
	(City, or Town, State and Zip Code)		(Area Code) (Telephone Number)			
Internet Website Address	www.healthplus.com					
Statutory Statement Contact	Matthew Andrew Mendrygal, C.P.A.		(810)230-2179			
	(Name)		(Area Code)(Telephone Number)(Extension)			
	mmendrygal@healthplus.com		(810)230-2208			
	(E-Mail Address)		(Fax Number)			
Policyowner Relations Contact	2050 South Linden Road, P.O. Box 1700					
	(Street and Number)					
	Flint, MI 48501-1700		(800)332-9161			
	(City, or Town, State and Zip Code)		(Area Code) (Telephone Number)(Extension)			

OFFICERS

Interim President	David Paul Crosby #
Chief Financial Officer	Matthew Andrew Mendrygal C.P.A.
Treasurer	Roger LaVerne Sharp #

VICE PRESIDENTS

Dan Ellis Champney Esq. Laraine Bernadette Yapo John Jacob Saalwaechter MD,MBA,CPE	Bruce Robert Hill Christine Marie Tomcala
--	--

DIRECTORS OR TRUSTEES

Jack Louis Barry MD Harold Leslie Mallon DDS Gerald Edward Piesko DO Peggy Joyce Tortorice James Michael Van Tiffin Christopher John Flores Larry Leigh Carr DO Robert John Roth	Vern Lee Burns Penelope Drake Pestronk Dan Dean Sain James Joseph Wascha Esq. Stephanie Lynn Whisiker-Lewis DO Patrick Allen Campbell Roger LaVerne Sharp
---	---

State of	Michigan
County of	Genesee ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

(Signature)	(Signature)	(Signature)
David Paul Crosby	Matthew Andrew Mendrygal	Roger LaVerne Sharp
(Printed Name)	(Printed Name)	(Printed Name)
Interim President	Chief Financial Officer	Treasurer
	a. Is this an original filing?	Yes[X] No[]
	b. If no,	
Subscribed and sworn to before me this	1. State the amendment number	
day of , 2004	2. Date filed	
	3. Number of pages attached	

(Notary Public Signature)

EXHIBIT 3 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals	6,329					6,329
Group Subscribers:						
State of Michigan	526,237					526,237
Federal Employees	155,683					155,683
0299997 Subtotal - Group Subscribers:	681,920					681,920
0299998 Premium due and unpaid not individually listed	561,031	45,893	22,970			629,894
0299999 Total group	1,242,951	45,893	22,970			1,311,814
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 12) ..	1,249,280	45,893	22,970			1,318,143

EXHIBIT 4 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Receivables not inidividually listed						
Saginaw Cooperative Hospitals, Inc.				908,546	908,546	
Bay Health System	1,107,587					1,107,587
Pfizer	430,519	430,519		888,616		1,749,654
0499999 Total - Receivables not inidividually listed	1,803,768	387,192	124,574	186,413	186,413	2,315,534
0599999 Health care receivables	3,341,874	817,711	124,574	1,983,575	1,094,959	5,172,775

EXHIBIT 5 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	5,567,183	727,437	134,387	34,691	79,670	6,543,368
0499999 Subtotals	5,567,183	727,437	134,387	34,691	79,670	6,543,368
0599999 Unreported claims and other claim reserves						23,790,204
0699999 Total Amounts Withheld						6,826,222
0799999 Total Claims Unpaid						37,159,794
0899999 Accrued Medical Incentive Pool and Bonus Amounts						6,055,777

EXHIBIT 6 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Individually listed receivables							
HealthPlus Options, Inc.	290,493					290,493	
HealthPlus Partners, Inc.	1,038					1,038	
HGH Inc.	11,944					11,944	
0199999 Total - Individually listed receivables	303,475					303,475	
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	303,475					303,475	

EXHIBIT 7 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
	<div>NONE</div>			
0399999 Total gross payables .....	..... X X X .....	.....	.....	.....

EXHIBIT 8 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

		1	2	3	4	5	6
Payment Method		Direct Medical Expense Payment	Column 1 as a % of Total	Total Members Covered	Column 3 as a % of Total	Column 1 Expenses Paid to Affiliated Providers	Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:							
1.	Medical groups	142,899,195	45.905	107,616	100.000		142,899,195
2.	Intermediaries						
3.	All other providers						
4.	Total capitation payments	142,899,195	45.905	107,616	100.000		142,899,195
Other Payments:							
5.	Fee-for-service			X X X	X X X		
6.	Contractual fee payments	168,396,196	54.095	X X X	X X X		168,396,196
7.	Bonus/withhold arrangements - fee-for-service			X X X	X X X		
8.	Bonus/withhold arrangements - contractual fee payments			X X X	X X X		
9.	Non-contingent salaries			X X X	X X X		
10.	Aggregate cost arrangements			X X X	X X X		
11.	All other payments			X X X	X X X		
12.	Total other payments	168,396,196	54.095	X X X	X X X		168,396,196
13.	Total (Line 4 plus Line 12)	311,295,391	100.000	X X X	X X X		311,295,391

EXHIBIT 8 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4	5	6
NAIC Code	Name of Intermediary	Capitation Paid	Average Monthly Capitation	Intermediary's Total Adjusted Capital	Intermediary's Authorized Control Level RBC
		N O N E			
9999999			X X X	X X X	X X X

EXHIBIT 9 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment	1,438,225	133,561	1,019,091	419,134	62,870	356,264
2.	Medical furniture, equipment and fixtures						
3.	Pharmaceuticals and surgical supplies						
4.	Durable medical equipment						
5.	Other property and equipment	45,031		45,031			
6.	Total	1,483,256	133,561	1,064,122	419,134	62,870	356,264



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. DIVISION:

NAIC Group Code 3409

BUSINESS IN THE STATE OF **GRAND TOTAL** DURING THE YEAR

NAIC Company Code 95580

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year	163,673	506	91,362				2,012	2,825	59,181				7,787
2. First Quarter	107,467	572	93,902				2,102	2,877					8,014
3. Second Quarter	107,215	605	93,509				2,099	2,867					8,135
4. Third Quarter	107,248	591	93,443				2,096	2,844					8,274
5. Current Year	107,616	565	93,737				2,093	2,849					8,372
6. Current Year Member Months	1,287,996	6,947	1,123,689				25,214	34,343					97,803
Total Member Ambulatory Encounters for Year:													
7. Physician	413,693		360,745					15,497					37,451
8. Non-Physician	541,274		454,324					27,695					59,255
9. Total	954,967		815,069					43,192					96,706
10. Hospital Patient Days Incurred	54,144		32,779					4,958					16,407
11. Number of Inpatient Admissions	11,155		7,284					922					2,949
12. Health Premiums Collected	331,577,438	1,539,680	262,802,288				5,865,233	27,381,272	679,507				33,309,458
13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned	328,699,374	1,534,985	261,852,058				5,623,981	26,365,413	12,767				33,310,170
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services	311,295,391	1,528,971	248,113,978				4,736,277	23,129,685	5,474,383				28,312,097
18. Amount of Incurred for Provision of Health Care Services	302,129,822	1,513,678	245,381,460				4,939,824	22,765,849	(658,582)				28,187,593

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products

35 Grand Total



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. DIVISION:

NAIC Group Code 3409

BUSINESS IN THE STATE OF **MICHIGAN** DURING THE YEAR

NAIC Company Code 95580

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year	163,673	506	91,362				2,012	2,825	59,181				7,787
2. First Quarter	107,467	572	93,902				2,102	2,877					8,014
3. Second Quarter	107,215	605	93,509				2,099	2,867					8,135
4. Third Quarter	107,248	591	93,443				2,096	2,844					8,274
5. Current Year	107,616	565	93,737				2,093	2,849					8,372
6. Current Year Member Months	1,287,996	6,947	1,123,689				25,214	34,343					97,803
Total Member Ambulatory Encounters for Year:													
7. Physician	413,693		360,745					15,497					37,451
8. Non-Physician	541,274		454,324					27,695					59,255
9. Total	954,967		815,069					43,192					96,706
10. Hospital Patient Days Incurred	54,144		32,779					4,958					16,407
11. Number of Inpatient Admissions	11,155		7,284					922					2,949
12. Health Premiums Collected	331,577,438	1,539,680	262,802,288				5,865,233	27,381,272	679,507				33,309,458
13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned	328,699,374	1,534,985	261,852,058				5,623,981	26,365,413	12,767				33,310,170
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services	311,295,391	1,528,971	248,113,978				4,736,277	23,129,685	5,474,383				28,312,097
18. Amount of Incurred for Provision of Health Care Services	302,129,822	1,513,678	245,381,460				4,939,824	22,765,849	(658,582)				28,187,593

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products

SCHEDULE A - VERIFICATION BETWEEN YEARS

1.	Book/adjusted carrying value, December 31, prior year (prior year statement)	5,677,354
2.	Increase (decrease) by adjustment:	
2.1	Totals, Part 1, Column 10	(387,768)
2.2	Totals, Part 3, Column 7	
3.	Cost of acquired, (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9))	
4.	Cost of additions and permanent improvements:	
4.1	Totals, Part 1, Column 13	30,922
4.2	Totals, Part 3, Column 9	
5.	Total profit (loss) on sales, Part 3, Column 14	
6.	Increase (decrease) by foreign exchange adjustment:	
6.1	Totals, Part 1, Column 11	
6.2	Totals, Part 3, Column 8	
7.	Amounts received on sales, Part 3, Column 11 and Part 1, Column 12	
8.	Book/adjusted carrying value at the end of current period	5,320,508
9.	Total valuation allowance	
10.	Subtotal (Lines 8 plus 9)	5,320,508
11.	Total nonadmitted amounts	1,746
12.	Statement value, current period (Page 2, real estate lines, current period)	5,318,762

SCHEDULE B - VERIFICATION BETWEEN YEARS

1.	Book value/recorded investment excluding accrued interest of mortgages owned, December 31 of prior year	
2.	Amount loaned during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	
3.	Accrual of discount and mortgage interest points and commitment fees	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	
12.	Total nonadmitted amounts	
13.	Statement value of mortgages owned at end of current period	

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	1,513,609
2.	Cost of acquisitions during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	7,271,167
3.	Accrual of discount	
4.	Increase (decrease) by adjustment	(1,488,991)
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book/adjusted carrying value of long-term invested assets at end of current period	7,295,785
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	7,295,785
12.	Total nonadmitted amounts	
13.	Statement value of long-term invested assets at end of current period	7,295,785

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1.	U.S. Government, Schedules D & DA (Group 1)											
1.1	Class 1	1,000,310		501,170			1,501,480	4.10	1,000,310	13.75	1,501,480	
1.2	Class 2											
1.3	Class 3											
1.4	Class 4											
1.5	Class 5											
1.6	Class 6											
1.7	TOTALS	1,000,310		501,170			1,501,480	4.10	1,000,310	13.75	1,501,480	
2.	All Other Governments, Schedules D & DA (Group 2)											
2.1	Class 1											
2.2	Class 2											
2.3	Class 3											
2.4	Class 4											
2.5	Class 5											
2.6	Class 6											
2.7	TOTALS											
3.	States, Territories and Possessions etc., Guaranteed, Schedules D & DA (Group 3)											
3.1	Class 1											
3.2	Class 2											
3.3	Class 3											
3.4	Class 4											
3.5	Class 5											
3.6	Class 6											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1	Class 1											
4.2	Class 2											
4.3	Class 3											
4.4	Class 4											
4.5	Class 5											
4.6	Class 6											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1	Class 1	249,165	505,394				754,559	2.06	756,151	10.39	754,559	
5.2	Class 2											
5.3	Class 3											
5.4	Class 4											
5.5	Class 5											
5.6	Class 6											
5.7	TOTALS	249,165	505,394				754,559	2.06	756,151	10.39	754,559	

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6.	Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1	Class 1											
6.2	Class 2											
6.3	Class 3											
6.4	Class 4											
6.5	Class 5											
6.6	Class 6											
6.7	TOTALS											
7.	Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1	Class 1	31,568,740	999,446	744,850	260,789		33,573,825	91.74	5,257,737	72.27	33,573,825	
7.2	Class 2	508,685		259,401			768,086	2.10	260,612	3.58	768,086	
7.3	Class 3											
7.4	Class 4											
7.5	Class 5											
7.6	Class 6											
7.7	TOTALS	32,077,425	999,446	1,004,251	260,789		34,341,911	93.84	5,518,349	75.86	34,341,911	
8.	Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1	Class 1											
8.2	Class 2											
8.3	Class 3											
8.4	Class 4											
8.5	Class 5											
8.6	Class 6											
8.7	TOTALS											
9.	Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1	Class 1											
9.2	Class 2											
9.3	Class 3											
9.4	Class 4											
9.5	Class 5											
9.6	Class 6											
9.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. Total Bonds Current Year											
10.1 Class 1	32,818,215	1,504,840	1,246,020	260,789		35,829,864	97.90	X X X	X X X	35,829,864	
10.2 Class 2	508,685		259,401			768,086	2.10	X X X	X X X	768,086	
10.3 Class 3								X X X	X X X		
10.4 Class 4								X X X	X X X		
10.5 Class 5						(c)		X X X	X X X		
10.6 Class 6						(c)		X X X	X X X		
10.7 TOTALS	33,326,900	1,504,840	1,505,421	260,789		(b) 36,597,950	100.00	X X X	X X X	36,597,950	
10.8 Line 10.7 as a % of Column 6	91.06	4.11	4.11	0.71		100.00	X X X	X X X	X X X	100.00	
11. Total Bonds Prior Year											
11.1 Class 1	4,386,628	1,374,012	992,163	261,395		X X X	X X X	7,014,198	96.42	7,014,198	
11.2 Class 2			260,612			X X X	X X X	260,612	3.58	260,612	
11.3 Class 3						X X X	X X X				
11.4 Class 4						X X X	X X X				
11.5 Class 5						X X X	X X X	(c)			
11.6 Class 6						X X X	X X X	(c)			
11.7 TOTALS	4,386,628	1,374,012	1,252,775	261,395		X X X	X X X	(b) 7,274,810	100.00	7,274,810	
11.8 Line 11.7 as a % of Col. 8	60.30	18.89	17.22	3.59		X X X	X X X	100.00	X X X	100.00	
12. Total Publicly Traded Bonds											
12.1 Class 1	32,818,215	1,504,839	1,246,021	260,789		35,829,864	97.90	7,014,198	96.42	35,829,864	X X X
12.2 Class 2	508,685		259,401			768,086	2.10	260,612	3.58	768,086	X X X
12.3 Class 3											X X X
12.4 Class 4											X X X
12.5 Class 5											X X X
12.6 Class 6											X X X
12.7 TOTALS	33,326,900	1,504,839	1,505,422	260,789		36,597,950	100.00	7,274,810	100.00	36,597,950	X X X
12.8 Line 12.7 as a % of Col. 6	91.06	4.11	4.11	0.71		100.00	X X X	X X X	X X X	100.00	X X X
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	91.06	4.11	4.11	0.71		100.00	X X X	X X X	X X X	100.00	X X X
13. Total Privately Placed Bonds											
13.1 Class 1										X X X	
13.2 Class 2										X X X	
13.3 Class 3										X X X	
13.4 Class 4										X X X	
13.5 Class 5										X X X	
13.6 Class 6										X X X	
13.7 TOTALS										X X X	
13.8 Line 13.7 as a % of Col. 6							X X X	X X X	X X X	X X X	
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10							X X X	X X X	X X X	X X X	

(a) Includes \$..... freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
(b) Includes \$..... current year, \$..... prior year of bonds with Z designations and \$..... current year, \$..... prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
(c) Includes \$..... current year, \$..... prior year of bonds with 5* designations and \$..... current year, \$..... prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

Distribution by Type		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1.	U.S. Governments, Schedules D & DA (Group 1)											
1.1	Issuer Obligations	1,000,310		501,170			1,501,480	4.10	1,000,310	13.75	1,501,480	
1.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
1.7	TOTALS	1,000,310		501,170			1,501,480	4.10	1,000,310	13.75	1,501,480	
2.	All Other Governments, Schedules D & DA (Group 2)											
2.1	Issuer Obligations											
2.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3	Defined											
2.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5	Defined											
2.6	Other											
2.7	TOTALS											
3.	States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)											
3.1	Issuer Obligations											
3.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3	Defined											
3.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5	Defined											
3.6	Other											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1	Issuer Obligations											
4.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3	Defined											
4.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5	Defined											
4.6	Other											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, SCH. D & DA (Group 5)											
5.1	Issuer Obligations											
5.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3	Defined	249,165	505,394				754,559	2.06	756,151	10.39	754,559	
5.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5	Defined											
5.6	Other											
5.7	TOTALS	249,165	505,394				754,559	2.06	756,151	10.39	754,559	

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Issuer Obligations											
6.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined											
6.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
6.5 Defined											
6.6 Other											
6.7 TOTALS											
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Issuer Obligations	32,077,426	999,446	1,004,251	260,789		34,341,912	93.84	5,518,348	75.86	34,341,912	
7.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined											
7.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
7.5 Defined											
7.6 Other											
7.7 TOTALS	32,077,426	999,446	1,004,251	260,789		34,341,912	93.84	5,518,348	75.86	34,341,912	
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Issuer Obligations											
8.7 TOTALS											
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Issuer Obligations											
9.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined											
9.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
9.5 Defined											
9.6 Other											
9.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
10. Total Bonds Current Year											
10.1 Issuer Obligations	33,077,736	999,446	1,505,421	260,789		35,843,392	97.94	X X X	X X X	35,843,392	
10.2 Single Class Mortgage-Backed/Asset-Backed Securities								X X X	X X X		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined	249,165	505,394				754,559	2.06	X X X	X X X	754,559	
10.4 Other								X X X	X X X		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined								X X X	X X X		
10.6 Other								X X X	X X X		
10.7 TOTALS	33,326,901	1,504,840	1,505,421	260,789		36,597,951	100.00	X X X	X X X	36,597,951	
10.8 Line 10.7 as a % of Column 6	91.06	4.11	4.11	0.71		100.00	X X X	X X X	X X X	100.00	
11. Total Bonds Prior Year											
11.1 Issuer Obligations	4,250,200	754,289	1,252,775	261,395		X X X	X X X	6,518,659	89.61	6,518,658	
11.2 Single Class Mortgage-Backed/Asset-Backed Securities						X X X	X X X				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined	136,427	619,724				X X X	X X X	756,151	10.39	756,151	
11.4 Other						X X X	X X X				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined						X X X	X X X				
11.6 Other						X X X	X X X				
11.7 TOTALS	4,386,627	1,374,013	1,252,775	261,395		X X X	X X X	7,274,810	100.00	7,274,809	
11.8 Line 11.7 as a % of Column 8	60.30	18.89	17.22	3.59		X X X	X X X	100.00	X X X	100.00	
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	33,077,736	999,446	1,505,421	260,789		35,843,392	97.94	6,518,658	89.61	35,843,392	X X X
12.2 Single Class Mortgage-Backed/Asset-Backed Securities											X X X
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined	249,165	505,394				754,559	2.06	756,151	10.39	754,559	X X X
12.4 Other											X X X
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined											X X X
12.6 Other											X X X
12.7 TOTALS	33,326,901	1,504,840	1,505,421	260,789		36,597,951	100.00	7,274,809	100.00	36,597,951	X X X
12.8 Line 12.7 as a % of Column 6	91.06	4.11	4.11	0.71		100.00	X X X	X X X	X X X	100.00	X X X
12.9 Line 12.7 as a % of Line 10.7, Column 6, Section 10	91.06	4.11	4.11	0.71		100.00	X X X	X X X	X X X	100.00	X X X
13. Total Privately Placed Bonds											
13.1 Issuer Obligations										X X X	
13.2 Single Class Mortgage-Backed/Asset-Backed Securities										X X X	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined										X X X	
13.4 Other										X X X	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined										X X X	
13.6 Other										X X X	
13.7 TOTALS										X X X	
13.8 Line 13.7 as a % of Column 6							X X X	X X X	X X X	X X X	
13.9 Line 13.7 as a % of Line 10.7, Column 6, Section 10							X X X	X X X	X X X	X X X	

SCHEDULE DA - PART 2
Verification of SHORT-TERM INVESTMENTS Between Years

		1	2	3	4	5
		Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1.	Book/adjusted carrying value, prior year	25,340,317	25,340,317	.....	.....	.....
2.	Cost of short-term investments acquired	75,587,373	75,587,373	.....	.....	.....
3.	Increase (decrease) by adjustment	(46,486)	(46,486)	.....	.....	.....
4.	Increase (decrease) by foreign exchange adjustment .....	.....	.....	.....	.....	.....
5.	Total profit (loss) on disposal of short-term investments .....	.....	.....	.....	.....	.....
6.	Consideration received on disposal of short-term investments	68,053,914	68,053,914	.....	.....	.....
7.	Book/adjusted carrying value, current year	32,827,290	32,827,290	.....	.....	.....
8.	Total valuation allowance .....	.....	.....	.....	.....	.....
9.	Subtotal (Lines 7 plus 8)	32,827,290	32,827,290	.....	.....	.....
10.	Total nonadmitted amounts .....	.....	.....	.....	.....	.....
11.	Statement value (Lines 9 minus 10)	32,827,290	32,827,290	.....	.....	.....
12.	Income collected during year	381,121	381,121	.....	.....	.....
13.	Income earned during year	425,977	425,977	.....	.....	.....

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

45 Schedule DB Part A Verification - NONE

45 Schedule DB Part B Verification - NONE

46 Schedule DB Part C Verification - NONE

46 Schedule DB Part D Verification - NONE

46 Schedule DB Part E Verification - NONE

47 Schedule DB Part F Sn 1 - Sum Replicated Assets - NONE

48 Schedule DB Part F Sn 2 - Recon Replicated Assets - NONE

49 Schedule S - Part 1 - Section 2 - NONE

50 Schedule S - Part 2 - NONE

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Location	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
Non-Affiliates												
66346	58-0828824 ...	10/01/2003	MUNICH AMERICAN REASSUR CO	Atlanta, Georgia	SSL/L .....	..... 97,105	.....	.....	.....	.....	.....	.....
0299999 Total - Non-Affiliates .....						..... 97,105	.....	.....	.....	.....	.....	.....
0399999 Totals .....						..... 97,105	.....	.....	.....	.....	.....	.....

SCHEDULE S - PART 4
Reinsurance Ceded To Unauthorized Companies

1	2	3	4	5	6	7	8	9	10	11	12	13	14
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Reserve Credit Taken	Paid and Unpaid Losses Recoverable (Debit)	Other Debits	Totals (Cols. 5 + 6 + 7)	Letters of Credit	Trust Agreements	Funds Deposited by and Withheld from Reinsurers	Other	Miscellaneous Balances (Credit)	Sum of Cols. 9+10+11+12+13 But Not in Excess of Col. 8
				N O N E									
1199999 Totals (General Account and Separate Accounts combined) .....				.....	.....	.....	.....	.....	.....	.....	.....	.....	.....

SCHEDULE S - PART 5
Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2003	2 2002	3 2001	4 2000	5 1999
A. OPERATIONS ITEMS					
1. Premiums	92	82	78	64	77
2. Title XVIII-Medicare	3	2	2	1	1
3. Title XIX - Medicaid	2	21	53	46	104
4. Commissions and reinsurance expense allowance					
5. Total hospital and medical expenses					
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable					
8. Reinsurance recoverable on paid losses					
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset					
C. UNAUTHORIZED REINSURANCE					
(DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)					
13. Letters of credit (L)					
14. Trust agreements (T)					
15. Other (O)					

SCHEDULE S - PART 6
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 10)	73,100,590		73,100,590
2. Accident and health premiums due and unpaid (Line 12)	1,318,143		1,318,143
3. Amounts recoverable from reinsurers (Line 13.1)			
4. Net credit for ceded reinsurance	X X X		
5. All other admitted assets (Balance)	7,127,692		7,127,692
6. Total assets (Line 26)	81,546,425		81,546,425
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	37,159,794		37,159,794
8. Accrued medical incentive pool and bonus payments (Line 2)	6,055,777		6,055,777
9. Premiums received in advance (Line 8)	4,949,377		4,949,377
10. Reinsurance in unauthorized companies (Line 18)			
11. All other liabilities (Balance)	4,820,245		4,820,245
12. Total liabilities (Line 22)	52,985,193		52,985,193
13. Total capital and surplus (Line 30)	28,561,232	X X X	28,561,232
14. Total liabilities, capital and surplus (Line 31)	81,546,425		81,546,425
NET CREDIT FOR CEDED REINSURANCE			
15. Claims unpaid			
16. Accrued medical incentive pool			
17. Premiums received in advance			
18. Reinsurance recoverable on paid losses			
19. Other ceded reinsurance recoverables			
20. Total ceded reinsurance recoverables			
21. Premiums receivable			
22. Unauthorized reinsurance			
23. Other ceded reinsurance payables/offsets			
24. Total ceded reinsurance payables/offsets			
25. Total net credit for ceded reinsurance			

SCHEDULE Y (continued)
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
.. 95580 ..	.. 38-2160688 ..	Healthplus Of MI Inc .....	.....	.... (8,324,360)	..... 1,053,193	.....	.... 14,449,762	.....	.....	.....	.... 7,178,595	.....
.. 11549 ..	.. 01-0729151 ..	Healthplus Partners Inc .....	.....	.... 6,824,360	..... (1,053,193)	.....	.... (4,020,879)	.....	.....	.....	.... 1,750,288	.....
.....	.. 38-3246232 ..	HGH, Inc. ....	.....	.... 1,500,000	.....	.....	.... (7,585,318)	.....	.....	.....	.... (6,085,318)	.....
.....	.. 38-2883315 ..	HealthPlus Options, Inc. ....	.....	.....	.....	.....	.... (2,843,565)	.....	.....	.....	.... (2,843,565)	.....
9999999 Totals .....			.....	.....	.....	.....	.....	.....	X X X	.....	.....	.....

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES

INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
MARCH FILING	
1. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	No
2. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	Yes
3. Will an actuarial certification be filed by March 1?	Yes
4. Will the Risk-based Capital Report be filed with the NAIC by March 1?	Yes
5. Will the Risk-based Capital Report be filed with the state of domicile, if required by March 1?	Yes
6. Will the SVO Compliance Certification be filed by March 1?	No
7. Will the Life Supplement be filed with the state of domicile and the NAIC by March 1?	No
8. Will the Property/Casualty Supplement be filed with the state of domicile and the NAIC by March 1?	No
APRIL FILING	
9. Will Management's Discussion and Analysis be filed by April 1?	Yes
10. Will the Long-term Care Experience Reporting Forms be filed with the state of domicile by April 1?	No
11. Will the Investment Risks Interrogatories be filed by April 1?	Yes
JUNE FILING	
12. Will an audited financial report be filed by June 1 with the state of domicile?	Yes
Explanations:	

Bar Codes:

Medicare Supplement Insurance Experience Exhibit



955802003360000002003Document Code: 360

SVO Compliance Certification



955802003470000002003Document Code: 470

Health Life Supplement



955802003205000002003Document Code: 205

Health Property / Casualty Supplement



955802003207000002003Document Code: 207

LTC Experience Reporting Form C



955802003330000002003Document Code: 330

OVERFLOW PAGE FOR WRITE-INS

UNDERWRITING AND INVESTMENT EXHIBIT
PART 3 - ANALYSIS OF EXPENSES

	1 Claim Adjustment Expenses	2 General Administrative Expenses	3 Investment Expenses	4 Total
2504. Interest Expense on Late Claims	1,545			1,545
2505. Prior-Year Administrative Adjustments		400,000		400,000
2506. Physician Relations		71,154		71,154
2507. Miscellaneous		8,601		8,601
2597. Summary of overflow write-ins for Line 25	1,545	479,755		481,300

**MEDICARE SUPPLEMENT INSURANCE EXPERIENCE EXHIBIT
FOR THE STATE OF MICHIGAN**



NAIC Group Code: 3409
Address (City, State and Zip Code): Flint, MI 48532
Person Completing This Exhibit:

NAIC Company Code: 95580

Title: Telephone:

1	2	3	4	5	6	7	8	9	10	Policies Issued Through 2000				Policies Issued in 2001, 2002, 2003			
										11	Incurred Claims		14	15	Incurred Claims		18
											12	13			16	17	
Compliance with OBRA	Policy Form Number	Standardized Medicare Supplement Benefit Plan	Medicare Select	Plan Characteristics	Date Approved	Date Approval Withdrawn	Date Last Amended	Date Closed	Policy Marketing Trade Name	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives	Premiums Earned	Amount	Percent of Premiums Earned	Number of Covered Lives
0299999 Total Experience on Group Policies

NONE

GENERAL INTERROGATORIES

- 1. If response in Column 1 is no, give full and complete details:
- 2. Claims address and contact person provided to the Secretary of Health and Human Services as required by 42 U.S.C. 1395ss(c)(3)(E) for this state.
 - 2.1 Address:
 - 2.2 Contact Person and Phone Number:
- 3. Billing address and contact person for user fees established under 42 U.S.C. 1395u(h)(3)(B)
 - 3.1 Address:
 - 3.2 Contact Person and Phone Number:
- 4. Explain any policies identified above as policy type "O":

LS1 Life Supplement Title Page - NONE

LS2 Exhibit 5 - Aggregate Reserve for Life - NONE

LS3 Exhibit 5 - Interrogatories - NONE

LS4 Exhibit 7 - Deposit Type Contracts - NONE

LS5 Schedule S - Part 1 - Section 1 - NONE

LS6 Schedule S - Part 3 - Section 1 - NONE



DIRECT BUSINESS IN THE STATE OF **GRAND TOTAL**

NAIC Group Code: 3409

LIFE INSURANCE

DURING THE YEAR 2003

NAIC Company Code: 95580

DIRECT PREMIUMS AND ANNUITY CONSIDERATIONS	1 Ordinary	2 Credit Life (Group and Individual)	3 Group	4 Industrial	5 Total
1. Life Insurance					
2. Annuity considerations					
3. Deposit-type contract funds		X X X		X X X	
4. Other considerations					
5. Totals (Sum of Lines 1 to 4)					
DIRECT DIVIDENDS TO POLICYHOLDERS					
Life Insurance:					
6.1 Paid in cash or left on deposit					
6.2 Applied to pay renewal premiums					
6.3 Applied to provide paid-up additions or shorten the endowment or premium - paying period					
6.4 Other					
6.5 Totals (sum of Lines 6.1 to 6.4)					
Annuities:					
7.1 Paid in cash or left on deposit					
7.2 Applied to provide paid-up annuities					
7.3 Other					
7.4 Totals (sum of Lines 7.1 to 7.3)					
8. Grand Totals (Lines 6.5 plus 7.4)					
DIRECT CLAIMS AND BENEFITS PAID					
9. Death benefits					
10. Matured endowments					
11. Annuity benefits					
12. Surrender values and withdrawals for life contracts					
13. Aggregate write-ins for miscellaneous direct claims and benefits paid					
14. All other benefits, except accident and health					
15. Totals					

DETAILS OF WRITE-INS

1301					
1302					
1303					
1398. Summary of remaining write-ins for Line 13 from overflow page					
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above)					

1		Ordinary		Credit Life (Group and Individual)		Group		Industrial		Total	
		1	2	3	4	5	6	7	8	9	10
DIRECT DEATH BENEFITS AND MATURED ENDOWMENTS INCURRED		Number	Amount	No. Ind. & Gr. Certs.	NONE		Amount	Number	Amount	Number	Amount
16.	Unpaid December 31, prior year .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
17.	Incurred during current year .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
Settled during current year:											
18.1	By payment in full .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.2	By payment on compromised claims .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.3	Totals paid .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.4	Reduction by compromise .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.5	Amount rejected .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.6	Total settlements .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
19.	Unpaid Dec. 31, current year (Lines 16 + 17 - 18.6) .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
POLICY EXHIBIT						No. of Policies					
20.	In force December 31, prior year ....	.....	.....	.....	(a).....	.....	.....	.....	.....	.....	.....
21.	Issued during year .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
22.	Other changes to in force (Net) .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
23.	In force December 31 of current year .....	.....	.....	.....	(a).....	.....	.....	.....	.....	.....	.....

(a) Includes Individual Credit Life Insurance prior year \$....., current year \$.....
Includes Group Credit Life Insurance Loans less than or equal to 60 months at issue, prior year \$....., current year \$.....
Loans greater than 60 months at issue BUT NOT GREATER THAN 120 MONTHS prior year \$....., current year \$.....

ACCIDENT AND HEALTH INSURANCE

		1 Direct Premiums	2 Direct Premiums Earned	3 Dividends Paid Or Credited On Direct Business	4 Direct Losses Paid	5 Direct Losses Incurred
24. Group Policies (b)						
24.1 Federal Employees Health Benefits Program Premium (b)						
24.2 Credit (Group and Individual)						
24.3 Collectively Renewable Policies (b)						
Other Individual Policies						
25.1 Non-cancelable (b)						
25.2 Guaranteed renewable (b)						
25.3 Non-renewable for stated reasons only (b)						
25.4 Other accident only						
25.5 All other (b)						
25.6 Totals (sum of Lines 25.1 to 25.5)						
26. Totals (Lines 24 + 24.1 + 24.2 + 24.3 + 25.6)						

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products, and number of persons insured under indemnity only products



DIRECT BUSINESS IN THE STATE OF MICHIGAN
NAIC Group Code: 3409

LIFE INSURANCE

DURING THE YEAR 2003
NAIC Company Code: 95580

DIRECT PREMIUMS AND ANNUITY CONSIDERATIONS		1 Ordinary	2 Credit Life (Group and Individual)	3 Group	4 Industrial	5 Total
1.	Life Insurance					
2.	Annuity considerations					
3.	Deposit-type contract funds		X X X		X X X	
4.	Other considerations					
5.	Totals (Sum of Lines 1 to 4)					
DIRECT DIVIDENDS TO POLICYHOLDERS						
Life Insurance:						
6.1	Paid in cash or left on deposit					
6.2	Applied to pay renewal premiums					
6.3	Applied to provide paid-up additions or shorten the endowment or premium - paying period					
6.4	Other					
6.5	Totals (sum of Lines 6.1 to 6.4)					
Annuities:						
7.1	Paid in cash or left on deposit					
7.2	Applied to provide paid-up annuities					
7.3	Other					
7.4	Totals (sum of Lines 7.1 to 7.3)					
8.	Grand Totals (Lines 6.5 plus 7.4)					
DIRECT CLAIMS AND BENEFITS PAID						
9.	Death benefits					
10.	Matured endowments					
11.	Annuity benefits					
12.	Surrender values and withdrawals for life contracts					
13.	Aggregate write-ins for miscellaneous direct claims and benefits paid					
14.	All other benefits, except accident and health					
15.	Totals					

DETAILS OF WRITE-INS

1301	.....	.....	.....	.....	.....
1302	.....	.....	.....	.....	.....
1303	.....	.....	.....	.....	.....
1398.	Summary of remaining write-ins for Line 13 from overflow page .....	.....	.....	.....	.....
1399.	Totals (Lines 1301 through 1303 plus 1398) (Line 13 above) .....	.....	.....	.....	.....

1 DIRECT DEATH BENEFITS AND MATURED ENDOWMENTS INCURRED		Ordinary		Credit Life (Group and Individual)		Group		Industrial		Total	
		1 Number	2 Amount	3 No. Ind. & Gr. Cert.	4	5	6 Amount	7 Number	8 Amount	9 Number	10 Amount
				NONE							
16.	Unpaid December 31, prior year .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
17.	Incurred during current year .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
	Settled during current year:										
18.1	By payment in full .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.2	By payment on compromised claims .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.3	Totals paid .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.4	Reduction by compromise .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.5	Amount rejected .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.6	Total settlements .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
19.	Unpaid Dec. 31, current year (Lines 16 + 17 - 18.6) .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
POLICY EXHIBIT						No. of Policies					
20.	In force December 31, prior year ....	.....	.....	.....	(a).....	.....	.....	.....	.....	.....	.....
21.	Issued during year .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
22.	Other changes to in force (Net) .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
23.	In force December 31 of current year .....	.....	.....	.....	(a).....	.....	.....	.....	.....	.....	.....

(a) Includes Individual Credit Life Insurance prior year \$....., current year \$.....
Includes Group Credit Life Insurance Loans less than or equal to 60 months at issue, prior year \$....., current year \$.....
Loans greater than 60 months at issue BUT NOT GREATER THAN 120 MONTHS prior year \$....., current year \$.....

ACCIDENT AND HEALTH INSURANCE

		1 Direct Premiums	2 Direct Premiums Earned	3 Dividends Paid Or Credited On Direct Business	4 Direct Losses Paid	5 Direct Losses Incurred
24.	Group Policies (b)					
24.1	Federal Employees Health Benefits Program Premium (b)					
24.2	Credit (Group and Individual)					
24.3	Collectively Renewable Policies (b)					
	Other Individual Policies					
25.1	Non-cancelable (b)					
25.2	Guaranteed renewable (b)					
25.3	Non-renewable for stated reasons only (b)					
25.4	Other accident only					
25.5	All other (b)					
25.6	Totals (sum of Lines 25.1 to 25.5)					
26.	Totals (Lines 24 + 24.1 + 24.2 + 24.3 + 25.6)					

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products, and number of persons insured under indemnity only products

OVERFLOW PAGE FOR WRITE-INS

PS1	Property Supplement Title Page -	NONE
PS2	Schedule F Part 1 Assumed Reinsurance -	NONE
PS3	Schedule F Part 3 Ceded Reinsurance -	NONE
PS4	Schedule P - Part 1 Summary -	NONE
PS5	Schedule P - Part 1A -	NONE
PS6	Schedule P - Part 1B -	NONE
PS7	Schedule P - Part 1C -	NONE
PS8	Schedule P - Part 1D -	NONE
PS9	Schedule P - Part 1E -	NONE
PS10	Schedule P - Part 1F Sn 1 -	NONE
PS11	Schedule P - Part 1F Sn 2 -	NONE
PS12	Schedule P - Part 1G -	NONE
PS13	Schedule P - Part 1H Sn 1 -	NONE
PS14	Schedule P - Part 1H Sn 2 -	NONE
PS15	Schedule P - Part 1I -	NONE
PS16	Schedule P - Part 1J -	NONE
PS17	Schedule P - Part 1K -	NONE
PS18	Schedule P - Part 1L -	NONE
PS19	Schedule P - Part 1M -	NONE
PS20	Schedule P - Part 1N -	NONE
PS21	Schedule P - Part 1O -	NONE

PS22	Schedule P - Part 1P -	NONE
PS23	Schedule P - Part 1R Sn 1 -	NONE
PS24	Schedule P - Part 1R Sn 2 -	NONE
PS25	Schedule P - Part 1S -	NONE
PS26	Schedule P - Part 2 Summary -	NONE
PS27	Schedule P - Part 2A -	NONE
PS27	Schedule P - Part 2B -	NONE
PS27	Schedule P - Part 2C -	NONE
PS27	Schedule P - Part 2D -	NONE
PS27	Schedule P - Part 2E -	NONE
PS28	Schedule P - Part 2F Sn 1 -	NONE
PS28	Schedule P - Part 2F Sn 2 -	NONE
PS28	Schedule P - Part 2G -	NONE
PS28	Schedule P - Part 2H Sn 1 -	NONE
PS28	Schedule P - Part 2H Sn 2 -	NONE
PS29	Schedule P - Part 2I -	NONE
PS29	Schedule P - Part 2J -	NONE
PS29	Schedule P - Part 2K -	NONE
PS29	Schedule P - Part 2L -	NONE
PS29	Schedule P - Part 2M -	NONE
PS30	Schedule P - Part 2N -	NONE
PS30	Schedule P - Part 2O -	NONE
PS30	Schedule P - Part 2P -	NONE
PS31	Schedule P - Part 2R Sn 1 -	NONE
PS31	Schedule P - Part 2R Sn 2 -	NONE
PS31	Schedule P - Part 2S -	NONE
PS32	Schedule P - Part 3 Summary (Work Paper) -	NONE
PS33	Schedule P - Part 3A (Work Paper) -	NONE
PS33	Schedule P - Part 3B (Work Paper) -	NONE
PS33	Schedule P - Part 3C (Work Paper) -	NONE
PS33	Schedule P - Part 3D (Work Paper) -	NONE
PS33	Schedule P - Part 3E (Work Paper) -	NONE
PS34	Schedule P - Part 3F Sn 1 (Work Paper) -	NONE
PS34	Schedule P - Part 3F Sn 2 (Work Paper) -	NONE
PS34	Schedule P - Part 3G (Work Paper) -	NONE
PS34	Schedule P - Part 3H Sn 1 (Work Paper) -	NONE
PS34	Schedule P - Part 3H Sn 2 (Work Paper) -	NONE
PS35	Schedule P - Part 3I (Work Paper) -	NONE
PS35	Schedule P - Part 3J (Work Paper) -	NONE
PS35	Schedule P - Part 3K (Work Paper) -	NONE
PS35	Schedule P - Part 3L (Work Paper) -	NONE
PS35	Schedule P - Part 3M (Work Paper) -	NONE
PS36	Schedule P - Part 3N (Work Paper) -	NONE
PS36	Schedule P - Part 3O (Work Paper) -	NONE
PS36	Schedule P - Part 3P (Work Paper) -	NONE
PS37	Schedule P - Part 3R Sn 1 (Work Paper) -	NONE
PS37	Schedule P - Part 3R Sn 2 (Work Paper) -	NONE
PS37	Schedule P - Part 3S (Work Paper) -	NONE

EXHIBIT OF PREMIUMS AND LOSSES

(Statutory Page 14)



NAIC Group Code: 3409

DIRECT BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR

NAIC Company Code: 95580

PSS126 Grand Total

Line of Business		Gross Premiums, Including Policy and Membership Fees, Less Return Premiums and Premiums on Policies not Taken		3 Dividends Paid or Credited to Policyholders on Direct Business	4 Direct Unearned Premium Reserves	5 Direct Losses Paid (deducting salvage)	6 Direct Losses Incurred	7 Direct Losses Unpaid	8 Direct Defense and Cost Containment Expense Paid	9 Direct Defense and Cost Containment Expense Incurred	10 Direct Defense and Cost Containment Expense Unpaid	11 Commissions and Brokerage Expenses	12 Taxes, Licenses and Fees
		1 Direct Premiums Written	2 Direct Premiums Earned										
1.	Fire												
2.1	Allied lines												
2.2	Multiple peril crop												
2.3	Federal Flood												
3.	Farmowners multiple peril												
4.	Homeowners multiple peril												
5.1	Commercial multiple peril (non - liability portion)												
5.2	Commercial multiple peril (liability portion)												
6.	Mortgage guaranty												
8.	Ocean marine												
9.	Inland marine												
10.	Financial guaranty												
11.	Medical malpractice												
12.	Earthquake												
13.	Group accident and health (b)												
14.	Credit A & H (group and individual)												
15.1	Collectively renewable A & H (b)												
15.2	Non-cancelable A & H (b)												
15.3	Guaranteed renewable A & H (b)												
15.4	Non-renewable for stated reasons only (b)												
15.5	Other accident only												
15.6	All other A & H (b)												
15.7	Federal employees health benefits program premium (b)												
16.	Workers' compensation												
17.	Other liability												
18.	Products liability												
19.1	Private passenger auto no-fault (personal injury protection)												
19.2	Other private passenger auto liability												
19.3	Commercial auto no-fault (personal injury protection)												
19.4	Other commercial auto liability												
21.1	Private passenger auto physical damage												
21.2	Commercial auto physical damage												
22.	Aircraft (all perils)												
23.	Fidelity												
24.	Surety												
26.	Burglary and theft												
27.	Boiler and machinery												
28.	Credit												
33.	Aggregate write-ins for other lines of business												
34.	TOTALS (a)												
DETAILS OF WRITE-INS													
3301	.....											
3302	.....											
3303	.....											
3398.	Summary of remaining write-ins for Line 33 from overflow page												
3399.	TOTALS (Lines 3101 through 3303 plus 3398) (Line 33 above)												

(a) Finance and service charges not included in Lines 1 to 34 \$.....
(b) For health business on indicated lines report: Number of persons insured under PPO managed care products and number of persons insured under indemnity only products

EXHIBIT OF PREMIUMS AND LOSSES

(Statutory Page 14)



NAIC Group Code: 3409

DIRECT BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR

NAIC Company Code: 95580

Line of Business		Gross Premiums, Including Policy and Membership Fees, Less Return Premiums and Premiums on Policies not Taken		3 Dividends Paid or Credited to Policyholders on Direct Business	4 Direct Unearned Premium Reserves	5 Direct Losses Paid (deducting salvage)	6 Direct Losses Incurred	7 Direct Losses Unpaid	8 Direct Defense and Cost Containment Expense Paid	9 Direct Defense and Cost Containment Expense Incurred	10 Direct Defense and Cost Containment Expense Unpaid	11 Commissions and Brokerage Expenses	12 Taxes, Licenses and Fees
		1 Direct Premiums Written	2 Direct Premiums Earned										
1.	Fire												
2.1	Allied lines												
2.2	Multiple peril crop												
2.3	Federal Flood												
3.	Farmowners multiple peril												
4.	Homeowners multiple peril												
5.1	Commercial multiple peril (non - liability portion)												
5.2	Commercial multiple peril (liability portion)												
6.	Mortgage guaranty												
8.	Ocean marine												
9.	Inland marine												
10.	Financial guaranty												
11.	Medical malpractice												
12.	Earthquake												
13.	Group accident and health (b)												
14.	Credit A & H (group and individual)												
15.1	Collectively renewable A & H (b)												
15.2	Non-cancelable A & H (b)												
15.3	Guaranteed renewable A & H (b)												
15.4	Non-renewable for stated reasons only (b)												
15.5	Other accident only												
15.6	All other A & H (b)												
15.7	Federal employees health benefits program premium (b)												
16.	Workers' compensation												
17.	Other liability												
18.	Products liability												
19.1	Private passenger auto no-fault (personal injury protection)												
19.2	Other private passenger auto liability												
19.3	Commercial auto no-fault (personal injury protection)												
19.4	Other commercial auto liability												
21.1	Private passenger auto physical damage												
21.2	Commercial auto physical damage												
22.	Aircraft (all perils)												
23.	Fidelity												
24.	Surety												
26.	Burglary and theft												
27.	Boiler and machinery												
28.	Credit												
33.	Aggregate write-ins for other lines of business												
34.	TOTALS (a)												
DETAILS OF WRITE-INS													
3301	.....											
3302	.....											
3303	.....											
3398.	Summary of remaining write-ins for Line 33 from overflow page												
3399.	TOTALS (Lines 3101 through 3303 plus 3398) (Line 33 above)												

(a) Finance and service charges not included in Lines 1 to 34 \$.....
(b) For health business on indicated lines report: Number of persons insured under PPO managed care products and number of persons insured under indemnity only products

OVERFLOW PAGE FOR WRITE-INS

**INDEX TO HEALTH
ANNUAL STATEMENT**

Accident and Health Premiums Due and Unpaid (Exhibit 3)	18		
Aggregate Reserve for Accident and Health Contracts (Underwriting and Investment Exhibit – PT 2D)	13	Schedules:	
Amounts Due from Parent, Subsidiaries and Affiliates (Exhibit 6)	21	A - Real Estate	E01
Amounts Due to Parent, Subsidiaries and Affiliates (Exhibit 7)	22	B - Mortgage Loans	E04
Analysis of Claims Unpaid Prior Year – Net of Reinsurance (Underwriting and Investment Exhibit – PT 2B)	11	BA - Other Long-Term Invested Assets	E06
Analysis of Expenses (Underwriting and Investment Exhibit – PT 3)	14	D - Summary By Country	37
Analysis of Nonadmitted Assets and Related Items (EX 1)	16	D - Bonds and Stocks	E08
Analysis of Operations by Lines of Business	07	DA - Part 2 Verification	44
Assets (Admitted)	02	DA - Pt 1 - Short-Term Investments	E15
Bonds and Stocks (SCH D)	E08	DB - Pt A – Options, Caps and Floors, Etc. Owned	E16
Cash (SCH E – PT 1)	E24	DB - Pt B – Options, Caps and Floors, Etc. Written	E17
Cash Equivalents (SCH E – PT 2)	E25	DB - Pt C – Collars, Swaps and Forwards	E19
Cash Flow	06	DB - Pt D – Futures Contracts and Insurance Futures Contracts	E20
Collar, Swap and Forward Agreements (SCH DB – PT C)	E19	DB - Pt E – Counterparty Exposure for Derivative Instruments	E22
Counterparty Exposure for Derivative Instruments Open (SCH DB, PT E)	E22	DB - Pt F – Replicated (Synthetic Asset) Transactions	47
Exhibit of Premiums	08	E - Part 1 – Cash	E24
Exhibit of Claims Incurred During the Year	09	- Part 2 – Cash Equivalents	E25
Exhibit of Claims Liability End of Current Year	10	- Part 3 – Special Deposits	E26
Exhibit of Analysis of Claims Unpaid Prior Year	11	S - Reinsurance	49
Exhibit of Development of Paid Claims	12	T - Premiums (Allocated by States and Territories)	55
Exhibit of Development of Incurred Claims	12	Y - Part 1 Information Concerning Activities of Insurer Members of a Holding Company Group	56
Exhibit of Development Ratio for Incurred Year Claims	12	Y - Part 2 Summary of Insurer's Transactions With Any Affiliates	57
Exhibit of Aggregate Reserve for Accident and Health Contracts	13	Short-Term Investments (SCH DA)	E15
Exhibit of Analysis of Expenses	14	Special Deposits (SCH E, PT 3)	E26
Exhibit of Capital Gains (Losses)	15	State Page – Exhibit of Premiums, Enrollment and Utilization (Separate Page for Each State)	35
Exhibit of Net Investment Income	15	Statement of Revenue and Expenses	04
Exhibit of Analysis of Nonadmitted Assets and Related Items	16	Summary Investment Schedule	26
Exhibit of Enrollment by Product Type (EX 2)	17	Summary of Replicated (Synthetic) Assets Open (SCH DB, PT F)	47
Exhibit of Accident and Health Premiums Due and Unpaid	18	Summary of Transactions with Providers (Exhibit 8 – Pt 1)	23
Exhibit of Health Care Receivables	19	Summary of Transactions with Intermediaries (Exhibit 8 – Pt 2)	23
Exhibit of Claims Payable (Reported and Unreported)	20	Supplemental Exhibits and Schedules Interrogatories	58
Exhibit of Amounts due From Parent, Subsidiaries and Affiliates	21	Verifications:	
Exhibit of Amounts due To Parent, Subsidiaries and Affiliates	22	Schedules A, B and BA	36
Exhibit of Summary of Transactions with Providers	23	Schedule D	37
Exhibit of Summary of Transactions with Intermediaries	23	Schedule DA – Pt 2	44
Exhibit of Furniture, Equipment and Supplies Owned	24	Schedule DB – Pts A and B	45
Exhibit of Premiums, Enrollment and Utilization (State Page)	35	Schedule DB – Pts C, D and E	46
Five-Year Historical Data	34		
Futures Contracts (SCH DB, PT D)	E20		
General Interrogatories	27		
Information Concerning Activities of Insurer Members of a Holding Company Group (SCH Y)	56		
Liabilities, Capital and Surplus	03		
Long-Term Invested Assets (SCH BA)	E06		
Mortgage Loans (SCH B)	E04		
Notes to Financial Statements	25		
Options. Caps and Floors (SCH DB., PT A)	E16		
Options, Caps and Floors Written (SCH DB, PT B)	E17		
Organizational Chart (SCH Y, PT 1)	56		
Overflow Page for Write-Ins	59		
Premiums and Other Considerations(SCH T)	55		
Real Estate (SCH A)	E01		
Reconciliation of Replicated (Synthetic) Assets Open (SCH DB, PT F)	47		
Reinsurance (SCH S)	49		